


2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Jul 13, 2005 08:00 AM
Secretary of State

DOCUMENT # P98000005909
 1. Entity Name
 TERREMARK BRICKELL RETAIL, INC.



Principal Place of Business: C/O MILLENNIUM PTRS. 1995 BROADWAY, 3RD FLOOR NEW YORK, NY 10023
 Mailing Address: C/O MILLENNIUM PTRS. 1995 BROADWAY, 3RD FLOOR NEW YORK, NY 10023

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07062005 No Chg-P CR2E034 (10/03)

4. FEI Number: 65-0820520 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent
 CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD
 PLANTATION, FL 33324

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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS \$150.00 Due by September 7, 2005

9. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

10. OFFICERS AND DIRECTORS

TITLE	VD
NAME	AARONS, PHILIP E
STREET ADDRESS	C/O MILLENNIUM PARTNERS, 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023
TITLE	V
NAME	PALUMBO, MARIO
STREET ADDRESS	C/O MILLENNIUM PARTNERS, 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023
TITLE	VTAS
NAME	HOFFMAN, STEVEN L
STREET ADDRESS	C/O MILLENNIUM PARTNERS, 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023
TITLE	PD
NAME	JEFFRIES, CHRISTOPHER M
STREET ADDRESS	C/O MILLENNIUM PARTNERS, 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023
TITLE	VSD
NAME	LOVETT, PHILIP H
STREET ADDRESS	C/O MILLENNIUM PARTNERS, 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023
TITLE	V
NAME	MALKANI, PAMELA
STREET ADDRESS	C/O MILLENNIUM PARTNERS 1995 BROADWAY
CITY-ST-ZIP	NEW YORK, NY 10023

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12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: [Signature] V.P.
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: 7/7/05 212-875-4900
 Daytime Phone #